

EXHIBIT 11
FILED UNDER SEAL

1 UNITED STATES DISTRICT COURT

2 DISTRICT OF NEVADA

3 Case No. 2:10-CV-0106-LRH-PAL

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5 ORACLE USA, INC., a Colorado)
6 corporation, ORACLE AMERICA, INC.,)
7 a Delaware corporation; and ORACLE)
8 INTERNATIONAL CORPORATION, a)
9 California corporation,)
10 Plaintiff,)
11 v.)
12 RIMINI STREET, INC., a Nevada)
13 corporation; and SETH RAVIN, an)
14 individual,)
15 Defendant.)

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19 DEPOSITION OF DOUGLAS W. BARON

20 Washington, D.C.

21 May 10, 2011

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24 Reported by: Mary Ann Payonk, RDR-CRR

25 Job No. 38748

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<p>1 2 3 4 5 May 10, 2011 6 9:34 a.m. 7 8 Deposition of DOUGLAS W. BARON, held at 9 the law offices of Boies, Schiller & Flexner, 10 5301 Washington Ave., N.W., Washington, D.C., 11 pursuant to Notice before Mary Ann Payonk, a 12 Certified Realtime Reporter and notary public 13 of the District of Columbia. 14 15 16 17 18 19 20 21 22 23 24 25</p>	<p>1 APPEARANCES: 2 ON BEHALF OF PLAINTIFF: 3 KIERAN P. RINGGENBERG, ESQUIRE 4 ALEXIS LOEB, ESQUIRE 5 BOIES, SCHILLER & FLEXNER LLP 6 1999 Harrison Street 7 Suite 900 8 Oakland, CA 94612 9 10 ON BEHALF OF DEFENDANT: 11 ROBERT H. RECKERS, ESQUIRE 12 RYAN DYKAL, ESQUIRE 13 SHOOK, HARDY & BACON L.L.P. 14 600 Travis Street, Suite 1600 15 Houston, TX 77002 16 17 ALSO PRESENT: 18 Conway Barker, Legal Video Specialist 19 Christopher Pickett, Vice President, 20 Legal Affairs, Rimini Street 21 David Ray, Elysium Digital 22 23 24 25</p>
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<p>1 D. Baron 2 THE VIDEOGRAPHER: This is the 3 beginning of tape labeled number 1 in 4 the video deposition of Douglas W. Baron 5 in the matter of Oracle U.S.A., 6 Incorporated et al versus Rimini Street, 7 Incorporated, et al, in the 8 United States District Court for the -- 9 of Nevada, Case Number 10 2:10-CV-00106-LRH-PAL. 11 This deposition is being held at 12 Boies, Schiller, 5301 Wisconsin Avenue, 13 Northwest, Washington, D.C., on May 10, 14 2011, approximately at 9:34. 15 Would counsel please identify 16 yourselves and state whom you represent? 17 MR. RINGGENBERG: Kieran 18 Ringgenberg, Boies Schiller Flexner, for 19 the plaintiffs. 20 MS. LOEB: Alexis Loeb from Boies, 21 Schiller & Flexner, also for the 22 plaintiffs. 23 MR. PICKETT: Chris Pickett, vice 24 president, legal affairs, Rimini Street. 25 MR. DYKAL: Ryan Dykal, Shook,</p>	<p>1 D. Baron 2 Hardy & Bacon, for the defendant. 3 MR. RECKERS: Rob Reckers, Shook, 4 Hardy & Bacon, for the defendants. 5 THE VIDEOGRAPHER: On the 6 telephone, could you please introduce 7 yourself? 8 MR. RAY: My name is David Ray. 9 I'm with Elysium Digital for the 10 plaintiff. 11 THE VIDEOGRAPHER: Thank you. 12 The court reporter is Mary Ann 13 Payonk, the video camera operator is 14 Conway Barker, both on behalf of TSG. 15 Will deposition -- would you please 16 swear in the witness, and we can 17 proceed. 18 *** 19 DOUGLAS BACON, 20 called as a witness, having been duly 21 sworn, was examined and testified as 22 follows: 23 EXAMINATION 24 BY MR. RINGGENBERG: 25 Q. Good morning, sir. We just met</p>

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<p>1 D. Baron</p> <p>2 briefly off the record, but could you just</p> <p>3 state your name for the record, please?</p> <p>4 A. Douglas Baron.</p> <p>5 Q. And you currently work for Rimini</p> <p>6 Street; is that right?</p> <p>7 A. I do work for Rimini Street.</p> <p>8 Q. Could you give me your professional</p> <p>9 background before you joined Rimini Street?</p> <p>10 A. Are you interested in prior companies</p> <p>11 that I worked for?</p> <p>12 Q. Please.</p> <p>13 A. Okay. Before joining Rimini Street,</p> <p>14 I worked for a company called TomorrowNow.</p> <p>15 Before working for TomorrowNow, I worked for</p> <p>16 PeopleSoft/Oracle. Before that, I worked for a</p> <p>17 company called American Management Systems.</p> <p>18 Q. What'd you do at American Management</p> <p>19 Systems?</p> <p>20 A. I was a programmer. I also</p> <p>21 eventually became a manager of other</p> <p>22 programmers while I was there.</p> <p>23 Q. What language is -- what -- what type</p> <p>24 of development did you oversee there?</p> <p>25 A. At American Management Systems?</p>	<p>1 D. Baron</p> <p>2 Q. Correct.</p> <p>3 A. This was primarily COBOL programming.</p> <p>4 Q. How long were you at</p> <p>5 PeopleSoft/Oracle?</p> <p>6 A. I was at PeopleSoft/Oracle for</p> <p>7 approximately seven and a half years.</p> <p>8 Q. And did you work on anything other</p> <p>9 than PeopleSoft applications?</p> <p>10 A. I was not a PeopleSoft developer when</p> <p>11 I was with PeopleSoft/Oracle.</p> <p>12 Q. What did you do?</p> <p>13 A. I was a technical consultant,</p> <p>14 traveling consultant.</p> <p>15 Q. And did you consult on -- primarily</p> <p>16 on PeopleSoft issues?</p> <p>17 A. Primarily on PeopleSoft issues, that</p> <p>18 is correct.</p> <p>19 Q. So what types of things did you do?</p> <p>20 Just kind of give me an example, maybe.</p> <p>21 A. Troubleshooting. Resolving issues</p> <p>22 related to performance. In some instances, I</p> <p>23 might do a minor upgrade or a minor install.</p> <p>24 Q. How did you come to join TomorrowNow?</p> <p>25 A. I was in communication with a prior</p>
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<p>1 D. Baron</p> <p>2 coworker, George Lester, and he described</p> <p>3 TomorrowNow. And I decided at one point in</p> <p>4 time that I would leave Oracle and join</p> <p>5 TomorrowNow.</p> <p>6 Q. And did you work there from '05 to</p> <p>7 '06? Is that correct?</p> <p>8 A. At -- at TomorrowNow?</p> <p>9 Q. Right.</p> <p>10 A. It was a nine-month period, and it</p> <p>11 did go from either December or January</p> <p>12 2005/2006 to October of 2006.</p> <p>13 Q. And you joined Rimini Street in</p> <p>14 October of 2006?</p> <p>15 A. That is correct.</p> <p>16 Q. And did Mr. -- did Mr. Lester invite</p> <p>17 you to -- to join Rimini Street?</p> <p>18 A. He actually told me that he was</p> <p>19 leaving TomorrowNow. He -- I asked him where</p> <p>20 he was going. He described where he was going,</p> <p>21 and it sounded interesting.</p> <p>22 And then at that point, he put me in</p> <p>23 touch with Dennis Chiu, if I was interested in</p> <p>24 interviewing with Rimini Street. And so I</p> <p>25 interviewed with Dennis Chiu, and then from</p>	<p>1 D. Baron</p> <p>2 there, I became more interested and accepted an</p> <p>3 offer.</p> <p>4 Q. Did he tell you why he was leaving?</p> <p>5 That is, Mr. Lester.</p> <p>6 A. I know one thing that was important</p> <p>7 to him at the time was that he would be getting</p> <p>8 a more senior role within Rimini Street than</p> <p>9 what he had at TomorrowNow.</p> <p>10 Q. Did he relay any other reason to you</p> <p>11 why he was moving from --</p> <p>12 A. I believe --</p> <p>13 Q. -- TomorrowNow?</p> <p>14 A. -- that was the primary thing that he</p> <p>15 described to me.</p> <p>16 Q. I -- I did not -- usually -- in</p> <p>17 depositions, I usually do but did not do the</p> <p>18 ground rules, and it probably would be helpful.</p> <p>19 I'm going to ask questions. You're</p> <p>20 going to answer them. It's important that we</p> <p>21 not talk over each other because the court</p> <p>22 reporter's trying to write everything down.</p> <p>23 I have trouble, and I will probably</p> <p>24 interrupt you at some point with a question.</p> <p>25 I'll do my best not to. It's important that</p>

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<p>1 D. Baron</p> <p>2 you do your best to wait for my questions to be</p> <p>3 complete even before answering --</p> <p>4 A. Understood.</p> <p>5 Q. -- even if you know what I'm going to</p> <p>6 say, which you probably will.</p> <p>7 If you need to take a break at any</p> <p>8 time, just let me know. We need to do that</p> <p>9 without a question pending, but if you finish</p> <p>10 your answer and you want to take a break, let</p> <p>11 us know and we will try to accommodate you.</p> <p>12 Is there any reason why you can't</p> <p>13 give your best testimony today? Any health</p> <p>14 reason? On medication? Anything like that?</p> <p>15 A. No, not to my knowledge.</p> <p>16 Q. What has your role been at Rimini</p> <p>17 Street?</p> <p>18 A. My initial role at Rimini Street was</p> <p>19 to set up the first few PeopleSoft environments</p> <p>20 for our first few customers. That was my very</p> <p>21 first role.</p> <p>22</p> <p>23 Redacted</p> <p>24</p> <p>25</p>	<p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6</p> <p>7 Redacted</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
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1 C E R T I F I C A T E

2 DISTRICT OF COLUMBIA:

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4 I, MARY ANN PAYONK, CRR-RDR, CBC, CCP,
5 CLR, shorthand reporter, do hereby certify:

6 That the witness whose deposition is
7 hereinbefore set forth was duly sworn, and that
8 such deposition is a true record of the
9 testimony given by such witness.

10 I further certify that I am not related
11 to any of the parties to this action by blood
12 or marriage, and that I am in no way interested
13 in the outcome of this matter.

14 IN WITNESS WHEREOF, I have hereunto set
15 my hand this 13th day of May, 2011.

16

17

18 Mary Ann Payonk
MARY ANN PAYONK, CRR-RDR, CBC, CCP, CLR

19

Shorthand Reporter

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